

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
VANGUARD NATURAL RESOURCES, LLC, <i>et al.</i> , ¹	§	Case No. 17-30560
	§	
Debtors.	§	(Jointly Administered)
	§	
	§	

**DEBTORS' EMERGENCY MOTION TO CONTINUE THE MARCH 1, 2017 FINAL
HEARING ON DEBTORS' DEBTOR-IN-POSSESSION
FINANCING MOTION [DOCKET NO. 10]**

THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Vanguard Natural Resources, LLC (1161); Eagle Rock Acquisition Partnership, L.P. (6706); Eagle Rock Acquisition Partnership II, L.P. (0903); Eagle Rock Energy Acquisition Co., Inc. (4564); Eagle Rock Energy Acquisition Co. II, Inc. (3364); Eagle Rock Upstream Development Company, Inc. (0113); Eagle Rock Upstream Development Company II, Inc. (7453); Encore Clear Fork Pipeline LLC (2032); Escambia Asset Co. LLC (3869); Escambia Operating Co. LLC (2000); Vanguard Natural Gas, LLC (1004); Vanguard Operating, LLC (9331); VNR Finance Corp. (1494); and VNR Holdings, LLC (6371). The location of the Debtors' service address is: 5847 San Felipe, Suite 3000, Houston, Texas 77057.

Vanguard Natural Resources, LLC (“VNR”) and its affiliated debtors as debtors in possession in these cases (collectively, “Vanguard” or the “Debtors”) states as follows in support of this motion (this “Adjournment Motion”):

1. On February 2, 2017, the Debtors filed their *Emergency Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to (a) Obtain Postpetition Senior Secured Superpriority Financing and (b) Use Cash Collateral, (ii) Granting Adequate Protection to Prepetition Secured Parties, (iii) Modifying the Automatic Stay, (iv) Scheduling a Final Hearing, and (v) Granting Related Relief* [Docket No. 10] (the “Debtor-in-Possession Financing Motion”)² with this Court.

2. On February 3, 2017, the Court entered the *Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, Bankruptcy Rules 2002, 4001, and 9014, and Local Bankruptcy Rules 2002-1, 4001-1(b), 4002-1(i), and 9013-1 (i) Authorizing the Debtors to (a) Obtain Postpetition Senior Secured Superpriority Financing and (b) Use Cash Collateral, (ii) Granting Adequate Protection to Prepetition Secured Parties, (iii) Modifying the Automatic Stay, (iv) Scheduling a Final Hearing, and (v) Granting Related Relief* [Docket No. 63] (the “Interim Order”). The Interim Order established February 24, 2017 as the objection deadline for the Debtor-in-Possession Financing Motion, and March 1, 2017, at 1:30 p.m., prevailing Central Time, for a final hearing.

3. The Debtors are engaged in discussions with certain parties regarding the relief requested in the Debtor-in-Possession Financing Motion. Accordingly, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit A**, continuing the final hearing on the Debtor-in-Possession Motion to March 20, 2017 at 10:00 A.M. (Central Time), without

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Debtor-in-Possession Financing Motion.

prejudice to the Debtors' right to further adjourn the Debtor-in-Possession Financing Motion with notice on the docket in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, as applicable.

4. The Debtors respectfully submit that an emergency hearing is appropriate given that the Court was scheduled to otherwise hear the Debtor-in-Possession Financing Motion on March 1, 2017.

NOTICE

5. The Debtors will provide notice of this Continuance Motion by email, facsimile, or overnight courier to: (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; (c) Citibank, N.A., as administrative agent under Vanguard's postpetition debtor-in-possession credit facility as well as its prepetition first lien credit facility, and its counsel; (d) the indenture trustee for Vanguard's second lien notes; (e) counsel to the ad hoc group of second lien noteholders; (f) the indenture trustees for Vanguard's senior unsecured notes; (g) counsel to the ad hoc group of unsecured noteholders; (h) the United States Attorney's Office for the Southern District of Texas; (i) the Internal Revenue Service; (j) the United States Securities and Exchange Commission; (k) the state attorneys general for states in which Vanguard conducts business; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

6. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, Vanguard respectfully requests that the Court enter an order, substantially in the form attached to this Adjournment Motion as **Exhibit A**, granting the relief requested in this Continuance Motion and granting Vanguard such other relief as is just and proper.

Dated: February 27, 2017

Respectfully Submitted,

/s/ James T. Grogan

Chris L. Dickerson, Esq. (admitted *pro hac vice*)

Todd M. Schwartz (admitted *pro hac vice*)

PAUL HASTINGS LLP

71 South Wacker Drive, Suite 4500

Chicago, Illinois 60606

Telephone: (312) 499-6000

Facsimile: (312) 499-6100

- and -

James T. Grogan, Esq. (Tex. Bar No. 24027354)

Danny Newman (Tex. Bar No. 24092896)

PAUL HASTINGS LLP

600 Travis St., 58th Floor

Houston, Texas 77002

Telephone: (713) 860-7300

Facsimile: (713) 353-2801

Proposed Counsel to Vanguard

CERTIFICATE OF SERVICE

I certify that on February 27, 2017, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James T. Grogan

James T. Grogan